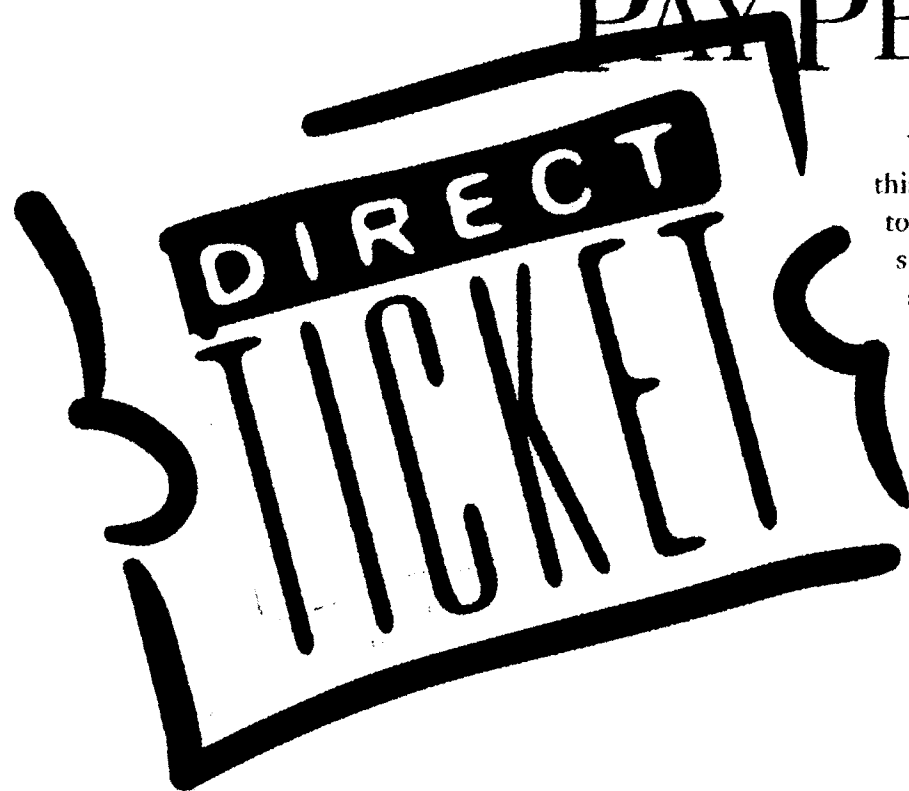

PAY PER VIEW



You've never known convenience like this before! Direct Ticket brings you up to 60 channels of hit movies, sports, live special events and adult entertainment—and you can order them instantly with your remote control. Hit movies begin as often as every half hour and cost just \$2.99 each. It's like having a video store in your own living room, but without the hassles! Each month, we will send you a guide to some of the hottest upcoming movies and events.

For free previews of Direct Ticket movies and special events, tune to channels 100, 200, 201 and 268. Channels that begin with a 400 number are reserved for adult programming. To find out what's playing now, check the on-screen guide for the individual channels and times. If you would like to restrict access to adult programs or movies of a certain rating, refer to your DSS system operating manual for details on using the Program Locks and Limits Feature.

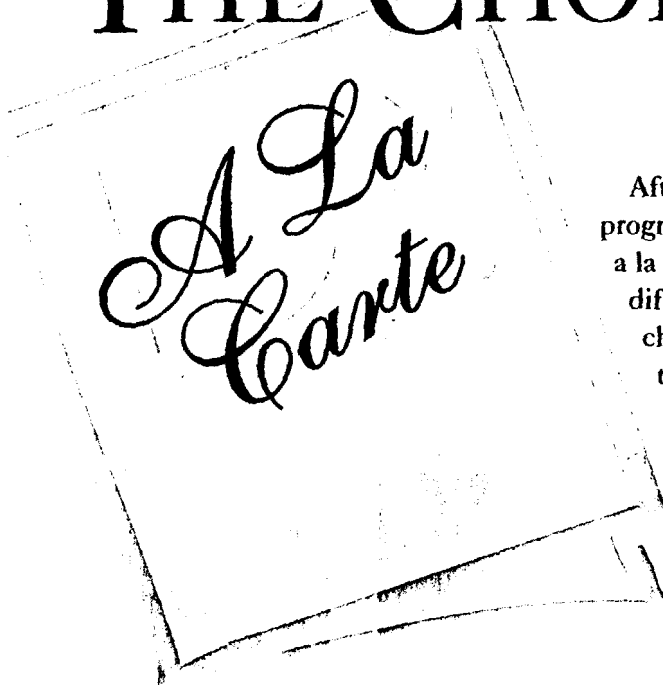
Remember, your DSS receiver must be continuously connected to your phone line for you to order a program with your remote control. All other orders for movies or pay per view events may be placed by calling our Customer Service Center at 1-800-531-5000. A \$2.00 order assistance fee will be applied to each program ordered through Customer Service.

THE BEST DEAL IN TOWN JUST GOT BETTER

Each month, your billing statement will include a Direct Ticket coupon for \$2.50 off your total bill when you order a Direct Ticket movie, event, specialty program or adult program. That means your first movie every month could cost as little as 49 cents!



THE CHOICE IS YOURS



After you've subscribed to one of the DIRECTV programming packages, you can choose from a selection of a la carte services. Pricing for some of these channels may differ depending on which programming package you've chosen. If you are a Total Choice subscriber, rest assured that you will be paying our lowest available price.

Call our Customer Service Center at 1-800-531-5000 for more information about our other programming packages and to order a la carte services like these.



- Tune in to exclusive premieres of first-run hit movies from major and independent studios. Two 24-hour STARZ channels bring you nothing but the best films, family features, and classics from the 70's, 80's, and 90's. Choose from as many as 240 movies per month.



- Television's first and only 24-hour channel dedicated to golf, bringing you live and tape-delay coverage of world-class U.S. tournaments, instructional programming and exclusive international events and a weekly call-in show lets players and fans talk one-on-one with a golf legend like Arnold Palmer.



- Network television service for areas in the United States that are not served by local broadcast network affiliates. The five channel lineup includes WABC (ABC-New York), WXIA (NBC-Atlanta), WRAL (CBS-Raleigh), WFLD (FOX-Chicago) and KRMA (PBS-Denver).



- Tasteful programming for mature audiences from the leading name in adult entertainment. Available on a pay per view or monthly subscription basis.



- A 24-hour channel of movies, news, music, drama and sports programs direct from the Indian subcontinent.

PICTURE QUALITY

SEE THE DIFFERENCE

Your DSS system uses digital technology to deliver the best picture and sound available. It was designed to receive that digital-quality DIRECTV signal at least 99.7% of the time. But even with this high performance, you may experience occasional loss of picture and sound when there is a heavy rain storm in your area. But don't worry—the picture and sound will automatically return when the storm passes.

To help avoid any such outages, it's important that your satellite dish is correctly pointed during installation. When properly installed, your satellite dish will be nearly vertical. This not only helps ensure good reception, it minimizes the possibility of snow and other objects accumulating in your dish—something that could result in a loss of picture and sound. You may want to check your dish from time to time to make sure it is clear of foreign objects.

The dish should be positioned to obtain the highest signal meter reading possible. This number varies across the country because the signal is stronger in the south and east where it rains more. Refer to your DSS system operating manual to determine your meter reading, and how to check it. In general, you should have a reading of 70 or higher on a clear day. If you have a lower reading, please refer to your DSS system operating manual—you may have to make adjustments.

CUSTOMER SERVICE

WE'RE HERE FOR YOU

DIRECTV is committed to providing you with the best home entertainment experience possible. To us, that doesn't stop with exciting programming and excellent quality at a great price. We also provide you with 24-hour customer service seven days a week from specially-trained customer service representatives.

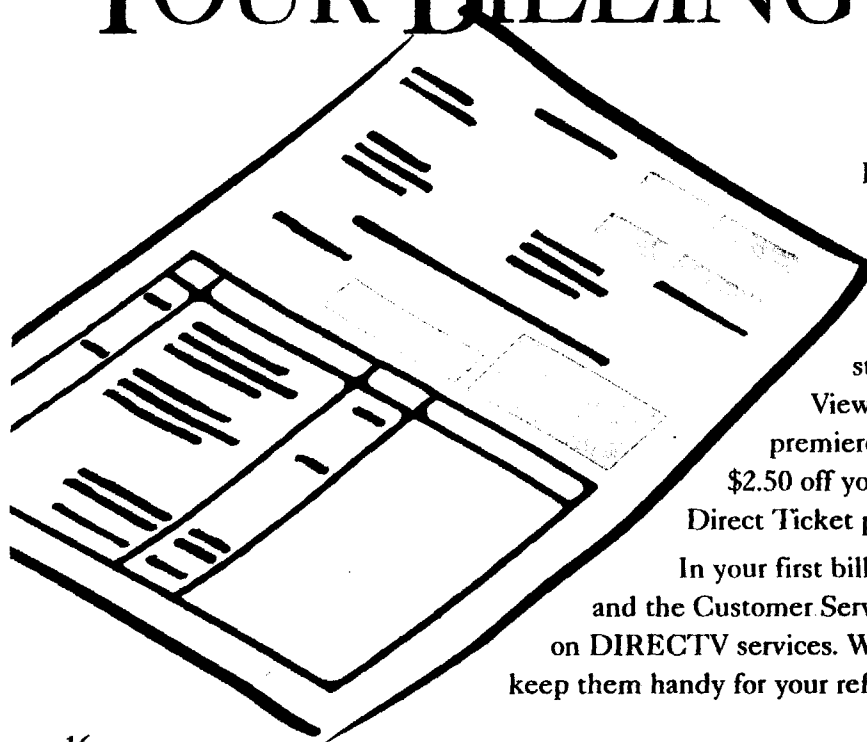
If you ever need assistance with DIRECTV programming, billing or new packages, simply call 1-800-531-5000.

In some rural areas, service may be delivered by affiliates of the National Rural Telecommunications Cooperative (NRTC). Your monthly bill will provide the name, address and phone number of your local provider. NRTC programming and pricing may differ from that described in this booklet. If you have any questions or concerns about your programming or billing, please check your monthly bill for the number of your local service provider and contact them directly.

For questions related to your equipment or installation, call the manufacturer's support line listed in your DSS system operating manual.

Thank you for choosing the DSS system and DIRECTV, and welcome to the exciting new world of personalized TV!

YOUR BILLING STATEMENT



Each month, you receive a billing statement listing the amount due for your DIRECTV programming packages, as well as any additional purchases such as Direct Ticket programs, sports packages and a la carte services. Also included in your statement, you will receive a Direct Ticket Pay Per

View coupon and full color brochure of upcoming movie premieres and live events. Make sure to use the coupon for \$2.50 off your total bill every month when you purchase a Direct Ticket program.

In your first bill, you will receive an "About Your Bill" pamphlet and the Customer Service Agreement. They provide important information on DIRECTV services. We encourage you to read through these materials and keep them handy for your reference.

THE MAIL BOX

Thanks to the advanced technology of your DSS system, DIRECTV Customer Service can send you special electronic mail messages to keep you up-to-date on our exciting programming offers, upcoming events and other important information.

Your DSS system operating manual explains how to recognize when you have mail waiting, and how to retrieve it. Be sure to check your manual, and take advantage of this specialized feature of personalized TV.

Headline News	204
The Learning Channel	226
MuchMusic	216
Music Choice (digital audio)	501-528
NewsWorld International	250
Regional sports networks	305-325
Sci-Fi Channel	240
TBS	233
TNN (The Nashville Network)	235
TNT	212
The Travel Channel	254
TRIO	230
Turner Classic Movies	220
USA Network	229
The Weather Channel	248

A La Carte Channels

STARZ11	270
STARZ12	269
PrimeTime 24 Network Package	
CBS (WRAL/Raleigh, NC)	282
NBC (WXIA/Atlanta, GA)	284
PBS (KRMA/Denver, CO)	286
ABC (WABC/New York)	287
FOX (WFLD/Chicago)	289
TV ASIA	298
The Golf Channel	304
DIRECTV Sports Choice	305-325
Professional Sports Packages	336-375
Adult Movies	401
Playboy TV	402



Direct Ticket Preview Channels
100, 200, 268

DIRECTV Special Events Calendar
201, 301

DIRECTV Sports Billboard
300



CHANNEL LINEUP

Total Choice Subscription

Direct Ticket Pay Per View	101-199
Direct Ticket Previews	100, 200, 268
DIRECTV Special Events Calendar	201, 301
DIRECTV Sports Billboard	300
A&E	256
American Movie Classics	219
America's Talking	247
Bloomberg Information TV	245
Cartoon Network	227
CNN	202
CNN International	252
CMT (Country Music Television)	236
CNBC	246
Court TV	203
C-SPAN (U.S. House)	242
C-SPAN2 (U.S. Senate)	243
The Discovery Channel	225
The Disney Channel (East)	222
The Disney Channel (West)	224
E! Entertainment Television	215
ENCORE: Hit Movies '60s to '80s	271
ENCORE2: Love Stories	272
ENCORE3: Westerns	273
ENCORE4: Mystery	274
ENCORE5: Action	275
ENCORE6: True Stories & Drama	276
ENCORE7: WAM!	277
ESPN	206
ESPN2	208
The Family Channel	232

More channels! See reverse side!

DETACH ALONG THIS DASHED LINE



1-800-531-5000

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3-800-317-1111

DECLARATION UNDER PENALTY OF PERJURY

I, Susan C. Carey, hereby declare under the penalties of perjury that I have read the foregoing Opposition to Allotment and Petition to Deny and that the facts asserted therein regarding:

- 1) the deletion of seven movie channels; and
 - 2) the loss of DSS service on or about July 1, 1997 due to apparent deactivation of the access card
- are true and accurate to the best of my knowledge and belief.

Susan C. Carey

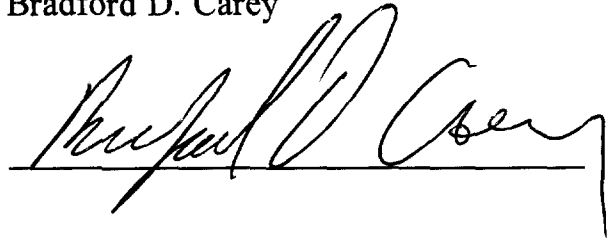
Susan C. Carey

s:\misc\970714sc.dec

DECLARATION UNDER PENALTY OF PERJURY

I, Bradford D. Carey, hereby declare under the penalties of perjury that I have read the foregoing Opposition to Allotment and Petition to Deny and that the facts asserted therein regarding the acquisition of a DSS system and the initial acquisition of a one-year prepaid subscription to certain programming services are true and accurate to the best of my knowledge and belief.

Bradford D. Carey

A handwritten signature in black ink, appearing to read "Bradford D. Carey", is written over a horizontal line.

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